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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB A	APPR	OV.	AL
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OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response...1

Serial

Enter the information requested a	about the issuer	and the second		PRO	
	A. BASIC ID	ENTIFICATION	DATA	020292	218
Type of Filing: [X] New Filing [] Amendment				
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[]ULOE
Name of Offering (check if this is an	amendment and	name has chanç	ged, and indicate	change.)	1171
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D

Name of Issuer (check if this is an amendment and name has changed, and indiciate change.)

TXP Corp.

FINANCIAL

Address of Executive Offices Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number (Including

1510 Montague Expressway, San Jose , CA 95131 (408) 324-1888

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number

(Including Area Code) (if different from Executive Offices) Same as above

Brief Description of Business

				201000 A. W.		(managed to the control of the contr	in the second se
on							
[] limited	d partnership	, already f	ormed	[]	other (plea	ase sp	ecify):
[] limited	d partnership	, to be for	med				
	Month	Year	and the second seco				Planting and the state of the state of
Incorporation or	[0]3]	[0]2]			[X] Actua	al [] Estimated
Α.	BASIC IDEN	ITIFICATI	ON DATA		and an all the second and a second a second and a second	andrew 200 - 20	
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e issuer, if the i	issuer has be	en organ	zed within the	e past fiv	/e years;		
		or dispos	e, or direct the	e vote o	r dispositio	n of, 1	0% or more
	of corporate	issuers a	nd of corporat	te gener	al and man	aging	partners of
nanaging partne	er of partners	hip issuer	s.				
Promoter [x]	Beneficial Owner	[×]	Executive Officer	[x]	Director	[x]	General and/o Managing Partner
f individual)					and the comments of the commen		Carlot Marie Control of the Control
	Incorporation of or Organization Ch A. ested for the former issuer, if the presecurities of the cer and director and	Month Incorporation or [0]3] or Organization: (Enter two-CN for Canada; A. BASIC IDEN ested for the following: ne issuer, if the issuer has beiner having the power to vote securities of the issuer; cer and director of corporate and nanaging partner of partners Promoter [x] Beneficial Owner	Month Year Incorporation or [0]3] [0]2] or Organization: (Enter two-letter U.S. CN for Canada; FN for ot A. BASIC IDENTIFICATI ested for the following: ne issuer, if the issuer has been organioner having the power to vote or dispossecurities of the issuer; cer and director of corporate issuers and and managing partner of partnership issuer Promoter [x] Beneficial [x] Owner	or Organization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreign jurice A. BASIC IDENTIFICATION DATA ested for the following: the issuer, if the issuer has been organized within the ener having the power to vote or dispose, or direct the securities of the issuer; the and director of corporate issuers and of corporate and enanging partner of partnership issuers. Promoter [x] Beneficial [x] Executive Owner Officer	Month Year Incorporation or [0]3] [0]2] or Organization: (Enter two-letter U.S. Postal Service abbre CN for Canada; FN for other foreign jurisdiction A. BASIC IDENTIFICATION DATA ested for the following: the issuer, if the issuer has been organized within the past five the having the power to vote or dispose, or direct the vote of securities of the issuer; there and director of corporate issuers and of corporate generated and managing partner of partnership issuers. Promoter [x] Beneficial [x] Executive [x] Owner Officer	Month Year Incorporation or [0]3] [0]2] [X] Actual or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction) [C][A. BASIC IDENTIFICATION DATA ested for the following: The issuer, if the issuer has been organized within the past five years; ther having the power to vote or dispose, or direct the vote or disposition securities of the issuer; Therefore and director of corporate issuers and of corporate general and managing partner of partnership issuers. Promoter [x] Beneficial [x] Executive [x] Director Owner Officer	Month Year Incorporation or [0]3] [0]2] [X]Actual [] or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [C][A] A. BASIC IDENTIFICATION DATA ested for the following: the issuer, if the issuer has been organized within the past five years; ther having the power to vote or dispose, or direct the vote or disposition of, 11 securities of the issuer; there and director of corporate issuers and of corporate general and managing and the analoging partner of partnership issuers. Promoter [x] Beneficial [x] Executive [x] Director [x] Owner Officer

Business or Residence Address (Number and Street, City, State, Zip Code)

1510 Montague Expre	essway, San Jose, CA	. 95151					
Check Box(es) that Apply:	[] Promoter [x]	Beneficial Owner	[]	Executive Officer	[][Director []	General and/o Managing Partner
Full Name (Last name Zhuo, Huan Le	e first, if individual)						
Business or Residenc	e Address (Number a	nd Street, City	, State,	Zip Code)			
1510 Montague Expre	essway, San Jose, CA	95131					
Check Box(es) that Apply:	[] Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director[]	General and/or Managing Partner
Full Name (Last name Vo, Son Van	first, if individual)	and all references and an experience of the control				a china di manazione di Pro-Limboni di Pro-Limboni di Pro-Limboni di Pro-Limboni di Pro-Limboni di Pro-Limboni	
Business or Residenc		-	, State,	Zip Code)			
Check Box(es) that Apply:	[] Promoter [x]	Beneficial Owner	[]	Executive Officer	[x]	Director []	General and/or Managing Partner
Full Name (Last name	first, if individual)					e de la dispersión de la dela de la desenta de la que la dela dela dela dela dela dela dela	ga ang ang akan mang ang ang ang ang ang ang ang ang ang
Liu, Joe							
Business or Residenc 40743 Rainwater Ct.,		nd Street, City	, State,	Zip Code)			
Check Boy(as) that	[] Promot [v]	Popoficial	r 1	Evacutiva	[v 1	Director	Ganaral and/or

Managing

Answe	er also in .	Appendix	, Column	2, if filing	under UL	OE.						
2. Wh	at is the n	ninimum i	nvestmen	it that will	be accep	ted from	any indivi	dual?	••••••		\$	
3. Doe	s the offe	ering perm	nit joint ov	vnership (of a single	unit?		•••••			Yes []	No []
indirect sales of or dea If more	itly, any c of securiti ler registe e than five	ormation roommission es in the dered with the (5) personation f	n or simil offering. I the SEC a ons to be	ar remun f a persor and/or wit listed are	eration for to be list th a state associate	r solicitati ted is an a or states, ed persor	on of purc associate , list the n	chasers in d person ame of th	or agent or broker of	ion with of a broke or dealer.	er	
Full Na	ame (Last	name firs	st, if indivi	idual)								
Busine	ess or Res	sidence A	ddress (N	lumber a	nd Street,	City, Sta	te, Zip Co	ode)	Marchine in ann an Albada (18 Airling airchine an Albada)	and the second s	1966 Managa and his time over confidinging agreement	e de la composition
Name	of Associ	ated Brok	er or Dea	aler								
States	in Which	Person L	isted Has	Solicited	l or Intend	ls to Solid	cit Purcha	sers				
(Checl	< "All Stat	es" or che	eck individ	dual State	es)	•••••				[]	All States	}
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[AM]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ame (Last	name firs	st, if indivi	dual)								
Busine	ss or Res	sidence A	ddress (N	lumber aı	nd Street,	City, Sta	te, Zip Co	de)			and the second s	an registration of the second
Name	of Associ	ated Brok	er or Dea	ller					an a	endelme et to i e to destina en en e	And the second s	erfensyst i milet - song

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

	Tupo of Soqueity	Aggregat e Offering	Amount Already Sold
	Type of Security	Price	
	Debt	\$	\$
	Equity	\$ <u>2,025</u>	\$ <u>2,025</u>
[X] Common [] Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify).	\$	\$
	Total	\$ <u>2.025</u>	\$ <u>2,025</u>
Ansı	ver also in Appendix, Column 3, if filing under ULOE.		
this o	nter the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, ate the number of persons who have purchased securities and the aggregate dollar amount of purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number	Aggregate Dollar Amount of Purchases
	Accredited Investors	6	\$ <u>2,025</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
Ansv	ver also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under $\underline{\text{Rule }504}$ or $\underline{505}$, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering

Salaries and fees	***********	[]\$	[]\$
Purchase of real estate		[]\$	_[]\$
Purchase, rental or leasing and installation of machi and equipment		[]\$	[]\$
Construction or leasing of plant buildings and facilities	9S	[]\$	[]\$
Acquisition of other businesses (including the value securities involved in this offering that may be used exchange for the assets or securities of another issupursuant to a merger)	in uer	[]\$	[]\$
Repayment of indebtedness		[]\$	[]\$
Working capital		[X] \$ <u>2,025</u>	[]\$
Other (specify):		[]\$	[]\$
		[]\$	[]\$
Column Totals		[]\$	[]\$
Total Payments Listed (column totals added)		[X] \$5,000	
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he issuer has duly caused this notice to be signed by the nder Rule 505, the following signature constitutes an unexchange Commission, upon written request of its staff, t	dertaking by the issuer to furn	ish to the U.S. Se	curities and
he issuer has duly caused this notice to be signed by the nder Rule 505, the following signature constitutes an unexchange Commission, upon written request of its staff, the top the sum of the sum o	dertaking by the issuer to furn	ish to the U.S. Se	curities and
he issuer has duly caused this notice to be signed by the nder Rule 505, the following signature constitutes an unexchange Commission, upon written request of its staff, the top the substant to paragraph (b)(2) of Rule 502.	dertaking by the issuer to furn he information furnished by th	ish to the U.S. Se e issuer to any no	curities and
the issuer has duly caused this notice to be signed by the inder Rule 505, the following signature constitutes an unexchange Commission, upon written request of its staff, the investor pursuant to paragraph (b)(2) of Rule 502.	dertaking by the issuer to furn he information furnished by th	Date 3/15/02	curities and

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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